

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

In re:

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

THE COMMONWEALTH OF PUERTO RICO,

Debtor.¹

PROMESA

Title III

No. 17 BK 3283-LTS
(Jointly Administered)

In re:

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

PUERTO RICO HIGHWAYS AND
TRANSPORTATION AUTHORITY (“HTA”),

Debtor.

PROMESA

Title III

No. 17 BK 3567-LTS

¹ The Debtors in these Title III Cases, along with each Debtor’s respective Title III case number and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (the “Commonwealth”) (Bankruptcy Case No. 17-BK-3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17-BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17-BK-3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17-BK-3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (v) Puerto Rico Electric Power Authority (“PREPA”) (Bankruptcy Case No. 17-BK-4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority (“PBA”) (Bankruptcy Case No. 19-BK-5523-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

**UNOPPOSED URGENT MOTION OF ASSURED GUARANTY CORP.,
ASSURED GUARANTY MUNICIPAL CORP., AMBAC ASSURANCE CORPORATION,
NATIONAL PUBLIC FINANCE GUARANTEE CORPORATION, AND
FINANCIAL GUARANTY INSURANCE COMPANY FOR LEAVE TO
EXCEED PAGE LIMIT WITH RESPECT TO REPLY IN SUPPORT OF
MOTION FOR APPOINTMENT AS TRUSTEES UNDER 11 U.S.C. § 926**

Assured Guaranty Corp. (“AGC”), Assured Guaranty Municipal Corp. (“AGM”), and together with AGC, “Assured”), Ambac Assurance Corporation (“Ambac”), National Public Finance Guarantee Corporation (“National”), and Financial Guaranty Insurance Company (“FGIC”, and together with Assured, Ambac, and National, the “Movants”) hereby file this unopposed urgent motion (the “Urgent Motion”) requesting entry of an order, substantially in the form attached hereto as Exhibit A, permitting Movants to exceed the fifteen (15) page limit for replies set forth in the *Thirteenth Amended Notice, Case Management and Administrative Procedures* (ECF No. 13512-1,² the “Case Management Procedures”) and allowing Movants to file a joint and consolidated reply brief (the “HTA 926 Reply”) of no more than **thirty (30) pages** in support of their motion (ECF No. 13708, the “HTA 926 Motion”) seeking court appointment as trustees under Section 926 of Title 11 of the United States Code on behalf of HTA. In support of this Urgent Motion, Movants respectfully state as follows:

JURISDICTION AND VENUE

1. The United States District Court for the District of Puerto Rico has subject-matter jurisdiction over this matter pursuant to Section 306 of PROMESA.
2. Venue is proper pursuant to Section 307(a) of PROMESA.

PROCEDURAL BACKGROUND

3. On July 17, 2020, Movants filed the HTA 926 Motion.

² “ECF No.” refers to documents filed in Case No. 17-BK-3283-LTS, unless otherwise noted.

4. On July 24, 2020, the Court issued an order (ECF No. 13825, the “Scheduling Order”) providing that opposition papers addressing the merits of the HTA 926 Motion must be filed by July 31, 2020, at 5:00 p.m. (AST) and reply papers in support of the merits of the HTA 926 Motion must be filed by August 7, 2020, at 12:00 p.m. (AST).

5. On July 31, 2020, the Financial Oversight and Management Board for Puerto Rico (“FOMB”) filed the *Opposition of Financial Oversight and Management Board for Puerto Rico to Motion for Appointment as Trustees under 11 U.S.C. § 926* (ECF No. 13929, the “FOMB Opposition”), and the Puerto Rico Fiscal Agency and Financial Advisory Authority (“AAFAF”) filed AAFAF’s *Opposition to Urgent Motion for Bridge Order, and Motion for Appointment as Trustees under 11 U.S.C. § 926, of Ambac Assurance Corporation, Assured Guaranty Corp., Assured Guaranty Municipal Corp., Financial Guaranty Insurance Company, and National Public Finance Guarantee Corporation* (ECF No. 13930, the “AAFAF Opposition” and together with the FOMB Opposition, the “HTA 926 Oppositions”).

6. In accordance with the Scheduling Order, Movants intend to file a single, joint and consolidated HTA 926 Reply on August 7, 2020, by 12:00 p.m. (AST).

BASIS FOR RELIEF REQUESTED

7. Movants respectfully request that they be allowed to exceed the fifteen (15) page limit for replies as set forth in the Case Management Procedures and instead be allowed to file one joint reply in further support of the HTA 926 Motion of **no more than thirty (30) pages**, exclusive of the cover page, tables of contents and authorities, signature pages, exhibits, certificate of service, and other required certifications. Movants respectfully submit that to adequately discuss all points of argument made by FOMB and AAFAF in the HTA 926 Oppositions, they will require more than the fifteen (15) pages permitted in the Case Management Procedures. Movants need additional pages to ensure they can include in one memorandum of law all of the arguments that

each Movant intends to raise. **Counsel for FOMB and AAFAF have advised that they have no objection to this Urgent Motion.**

8. Paragraph 9 of the *Final Case Management Order for Revenue Bonds* (ECF No. 12186, the “Final Revenue Bonds Order”) requires “[p]arties whose respective positions are aligned” to “use reasonable efforts to draft a single brief and coordinate to minimize duplicative briefs.” See Final Revenue Bonds Order ¶ 9. In keeping with this admonition, Movants have been working collaboratively in an effort to file a single joint HTA 926 Reply that will avoid “unduly repetitious” and “duplicative arguments.” See id. If Movants were to file separate briefs, they would in any event each be permitted under the Case Management Procedures to file a reply brief of fifteen (15) pages, for a total of sixty (60) pages of briefing. See Case Management Procedures § I.E. By endeavoring to synthesize their arguments into a single joint brief of no more than thirty (30) pages for the HTA 926 Reply, Movants are attempting to reduce the total amount of briefing necessary to be filed as a reply in further support of the HTA 926 Motion. This single, consolidated joint reply brief will promote judicial efficiency and economy, and allow for a better-organized and more streamlined presentation of the relevant issues, thereby facilitating efficient review and consideration by the Court.

9. Movants also note that they must respond to both the FOMB Opposition and the AAFAF Opposition in their HTA 926 Reply. As such, they will need to respond to a total of forty-six (46) pages of briefing instead of the typical thirty-five (35) pages set for opposition in the Case Management Procedures.

10. Movants further submit that, given the overall importance of the HTA 926 Motion, which may have a material impact on the municipal revenue bond market, it is critical and necessary that the parties present full briefing on the relevant issues, including those raised in the HTA 926 Oppositions.

11. For the reasons stated above, Movants respectfully request that they be allowed to exceed the fifteen (15) page limit for memoranda of law in support of replies set forth in Section I.E of the Case Management Procedures and instead be allowed to file one joint reply brief of no more than **thirty (30) pages** in support of the HTA 926 Motion, exclusive of the cover page, tables of contents and authorities, signature pages, exhibits, certificate of service, and other required certifications.

NOTICE

12. Notice of this Urgent Motion has been provided to the following entities, or their counsel, if known: (i) the U.S. Trustee; (ii) the Office of the U.S. Attorney for the District of Puerto Rico; (iii) AAFAF; (iv) FOMB; (v) the Official Committee of Unsecured Creditors; (vi) the Official Committee of Retired Employees of the Commonwealth of Puerto Rico; (vii) the insurers of the bonds issued or guaranteed by the Debtors; (viii) certain *ad hoc* groups of holders of bonds issued or guaranteed by the Debtors; and (ix) all parties that have filed a notice of appearance in the above-captioned Title III cases.

CERTIFICATION

13. In accordance with Section I.H. of the Case Management Procedures, the undersigned counsel certify that they have engaged in reasonable, good-faith communications with counsel for FOMB and AAFAF. Counsel for FOMB and AAFAF have advised they have no objection to this Urgent Motion. As required by Local Bankruptcy Rule 9013-1(a)(2), the undersigned counsel certify that counsel has carefully examined the matter and concluded that there is a true need for expedited consideration of the Urgent Motion, and that the undersigned counsel have not created the urgency through lack of due diligence on their part.

NO PRIOR REQUEST

14. No prior request for the relief requested herein has been made by the Movants to this or to any other court.

WHEREFORE, Movants respectfully request that this Court enter an order substantially in the form attached hereto as Exhibit A granting the relief requested herein and granting such other relief as this Court deems just and proper.

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Dated: August 3, 2020
New York, New York

**CASELLAS ALCOVER & BURGOS
P.S.C.**

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CERTIFICATE OF SERVICE

I hereby certify that I filed this document electronically with the Clerk of the Court using the CM/ECF System, which will send notification of such filing to all parties of record in the captioned case.

At New York, New York, this 3rd day of August, 2020.

By: /s/ Howard R. Hawkins, Jr.

Howard R. Hawkins, Jr.*

* admitted pro hac vice